

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481  
Debtors. :  
-----X

AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL<sup>1</sup>

STATE OF )  
COUNTY OF ) ss:  
)

Clark R. Hammond, being duly sworn, deposes and says:

1. I am a principal of Johnston Barton Proctor & Powell, LLP ("Johnston Barton") which firm maintains offices at 1901 6<sup>th</sup> Avenue North, Suite 2900, Birmingham, Alabama 35203.
2. Neither I nor Johnston Barton or any partner thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. Johnston Barton has represented and advised the Debtors with respect to labor and employment and other aspects of the Debtors' businesses.
4. The Debtors have requested and Johnston Barton has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. § § 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Johnston Barton proposes, to render the following services to the Debtors: **Labor and Employment Services and general litigation services as requested.**
5. Johnston Barton's current fee arrangement is based on an hourly fee schedule which is revised from time to time.
6. Except as set forth herein, no promises have been received by Johnston Barton or any partner thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

<sup>1</sup> Only applicable to attorneys rendering legal services to the Debtors.

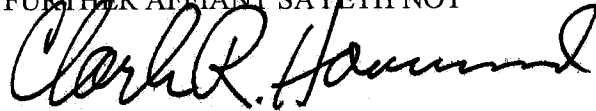
7. Johnston Barton has no agreement with any entity to share with such entity any compensation received by Johnston Barton.

8. Johnston Barton and its partners may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Johnston Barton does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I nor Johnston Barton or any partner thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Johnston Barton is to be engaged.

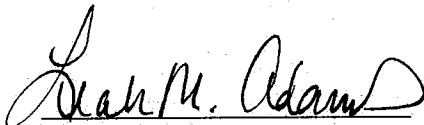
10. The foregoing constitutes the statement of Johnston Barton pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



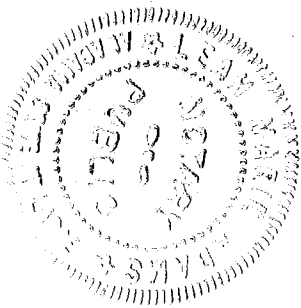
Clark R. Hammond

Subscribed and sworn before me  
this 30<sup>th</sup> day of November, 2005



Notary Public

MY COMMISSION EXPIRES JUNE 28, 2009



**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X

In re  
DELPHI CORPORATION et al.,  
Debtors.

Chapter 11  
Case No. 05-44481 (rdd)  
(Jointly Administered)

----- X

**AFFIDAVIT OF SERVICE**

I, Clark R. Hammond, being duly sworn according to law, deposes and says that I am employed by Johnston Barton Proctor & Powell, LLP.

On December 12, 2005, I caused to be served, via overnight delivery the documents listed in Section 1 on the parties attached hereto as Exhibit A:

***Section 1***

**I. Affidavit of Ordinary Course Professionals [Attached hereto as Exhibit B]**

Dated: December 12, 2005

*/s/ Clark R. Hammond*  
Clark R. Hammond  
Sworn to and subscribed before  
me on December 12, 2005

*/s/ Leah Adams*  
Notary Public  
My Commission Expires: June 28, 2009

Exhibit A

Service List:

Delphi Corporation  
Attn: General Counsel  
5725 Delphi Drive  
Troy, Michigan 48098

Skadden, Arps, Slate, Meagher & Flom  
Attn: John Wm. Butler, Jr., Esq.  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606

U.S. Trustee  
Attn: Alicia M. Leonhard, Esq.  
33 Whitehall Street, Suite 2100  
New York, New York 10044

Latham & Watkins  
Attn: Mark A. Broude, Esq.  
885 Third Avenue  
New York, New York 10022

Simpson Thacher & Bartlett, LLP  
Attn: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, New York 10017

Davis Polk & Wardell  
Attn: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, New York 10017

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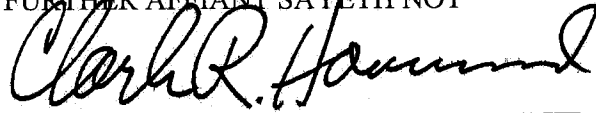
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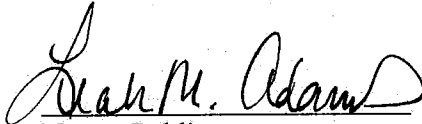
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FURTHER AFFIANT SAYETH NOT



Clark R. Hammond

Subscribed and sworn before me  
this 30<sup>th</sup> day of November, 2005



Notary Public

MY COMMISSION EXPIRES JUNE 28, 2009

